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Prefix

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FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

03030245

E OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR IIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL			
OMB NUMBER:	3235-0076		
Expires:	November 30, 2001		
Estimated average b	ourden		
hours per response	16.00		

SEC USE ONLY

Serial

SECTION 4(6), AND/OR	
UMIFORM LIMITED OFFERING EXEMPTION	DATE RECEIVED
Name of Offering (□ check if this is an amendment and name has changed, and indicate change.)	AS NECEIVED
Limited Partnership Interests – H Fund Units	ALIG 2 & 2003
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section Type of Filing: □ New Filing ■ Amendment No. 2	n 4(6) □ ULOE
A. BASIC IDENTIFICATION DAT	A (C) (S)
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Ridgewood Energy 1998 D Fund, L.P.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
947 Linwood Avenue, Ridgewood, NJ 07450	201-447-9000
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business: To acquire interests in oil and natural gas properties.	PROCESSED AUG 27 2003
Type of Business Organization	AUG 2 / 2003
☐ corporation ■ limited partnership, already formed ☐ limited partnership, to be formed	other (please specify):
□ business trust □ limited partnership, to be formed Month Year	THOMSON FINANCIAL
Actual or Estimated Date of Incorporation or Organization 01 98 • Actual Bestimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	ted

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal voluce will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ■ Promoter □ Beneficial Owner □ Executive Officer □ Director ■ General and/or Managing Partner Full Name (Last name first, if individual) Ridgewood Energy Corporation Business or Residence Address (Number and Street, City, State, Zip Code) 947 Linwood Avenue, Ridgewood, NJ 07450 Check Box(es) that Apply: ■ Promoter □ Beneficial Owner ■ Executive Officer ■ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Swanson, Robert E. (Number and Street, City, State, Zip Code) Business or Residence Address 947 Linwood Avenue, Ridgewood, NJ 07450 Check Box(es) that Apply: □ Promoter ■ Executive Officer ☐ General and/or Managing Partner □ Beneficial Owner □ Director Full Name (Last name first, if individual) Gold, Robert L. Business or Residence Address (Number and Street, City, State, Zip Code) 947 Linwood Avenue, Ridgewood, NJ 07450 Check Box(es) that Apply: ☐ Director □ Promoter □ Beneficial Owner ■ Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) Olin, MaryLouise Business or Residence Address (Number and Street, City, State, Zip Code) 947 Linwood Avenue, Ridgewood, NJ 07450 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ■ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) McSherry, Kathleen Business or Residence Address (Number and Street, City, State, Zip Code) 947 Linwood Avenue, Ridgewood, NJ 07450 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$	50,000
۷.	what is the minimum investment that will be accepted from any mulvidual?	Yes	No
3.	Does the offering permit joint ownership of a single unit?		
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
	Name (Last name first, if individual) rrill, Scott		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code) 60 35th Avenue S., Seattle, WA 98168		
	ne of Associated Broker or Dealer ific West Securities, Inc.		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States	
_ []	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	All States _ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
	name (Last name first, if individual) aldson, Bill	-	
	iness or Residence Address (Number and Street, City, State, Zip Code) North Brea Blvd., Fullerton, CA 92635		
	ne of Associated Broker or Dealer okstreet Securities Corp.	-	
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ []	MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
	Name (Last name first, if individual) dvick, Allen		
	iness or Residence Address (Number and Street, City, State, Zip Code) Northgate Drive, San Rafael, CA 94903	-	
	ne of Associated Broker or Dealer her Alexander Securities Corp.		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
⊠(MT] $_$ [NE] $_$ [NV] $_$ [NH] $_$ [NJ] \boxtimes [NM] $_$ [NY] $_$ [NC] $_$ [ND] $_$ [OH] $_$ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

B. INFORMATION ABOUT OFFERING

Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) One University Office Pk, 29 Sawyer Road, Waltham, MA 02154 Name of Associated Broker or Dealer Commonwealth Financial Network States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States _ [AL] _ [DE] _ [DC] _ [GA] _ [HI] _ [ID] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [FL] _ [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] _ [MS] _ [MO] _ [NV] _ [NH] _ [OR] _ [MT] _ [NE] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] _ [PA] _ (RI) _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] [WV]_ [WI] _ [WY] _ [PR] Full Name (Last name first, if individual) Swanson, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 947 Linwood Avenue, Ridgewood, NJ 07450 Name of Associated Broker or Dealer **Ridgewood Securities Corporation** States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ■ [AL] _ [AK] **■** [AZ] ■ [AR] ■ [CA] ■ [CO] ■ [CT] ■ [DE] ■ [DC] ■ [GA] ■ [HI] ■ [ID] ■ [MD] _ [MO] **■** [LA] ■ [MA] **■** [IL] ■ [IN] **■** [IA] ■ [KS] ■ [KY] ■ [ME] ■ [MI] ■ [MN] ■ [MS] ■ [NH] ■ [NM] ■ [MT] ■ [NE] **■** [NV] ■ [NJ] ■ [NY] ■ [NC] [ND] ■ [OH] ■ [OK] ■ [OR] **■** [PA] ■ [VA] _ [WY] _ [PR] ■ [RI] ■ [SC] ■ [SD] ■ [TN] ■ [TX] ■ [UT] ■ [VT] ■ [WA] ■ [WV] ■ [WI] Full name (Last name first, if individual) Mitchell, John Business or Residence Address (Number and Street, City, State, Zip Code) 4401 Hazel Avenue, #265, Fair Oaks, CA 95628 Name of Associated Broker or Dealer Pacific West Securities States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States _ [AL] _ [DE] _ [FL] _ [ID] _ [AK] _ [AZ] _ [CO] _ [CT] _ [DC] _ [GA] _ [HI] _ [AR] ■ [CA] _ [KS] _ [KY] _ [LA] _ [MN] _ [MŚ] _ [MO] _ [IL] _ [IN] _ [IA] _[ME] _ [MD] _ [MA] _ [MI] _ [NE] _ [NJ] _ [NC] _ [ND] _ [OH] _ [OK] _ [PA] _ [NV] _ [NH] _ [NM] _ [OR] _ [MT] _ [NY] _ [UT] _ [WA] _ [WV] _ [WI] _ [WY] _ [RI] _ [SC] _ [TN] _ [VA] _ [PR] _ [SD] _ [TX] _ [VT] Full Name (Last name first, if individual) D'Agosta, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 3773 Corporate Parkway, Center Valley, PA 18034 Name of Associated Broker or Dealer Mony Securities Corp. States in which Person Listed Has Solicited or Intends to Solicit Purchasers _ [GA] _ [ID] _[AL] _ [AK] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [FL] _ [HI] _ [AZ] _ [DC] _ [KS] _ [ME] _ [MI] _ [MO] _ [IL] _ [IN] _ [IA] _ [LA] _ [MD] _ [MA] _ [MN] _ [MS] ■ [KY] _ [NE] _ [NH] _ [NM] _ [NY] _ [NC] _ [OH] _ [OK] _ [OR] _ [MT] _ [NV] _ [ND] _ [PA] _ [NJ] _ [SD] _ [RI] _ [TN] _ [TX] _ [VT] _ [VA] [WA] _ [WV] _ [WI] _ [PR] _ [SC] _ [TX] _ [WY]

		WELL THE CONTROL OF T	
Full Name (Last name first, if individual) Scribner, Rod			
Business or Residence Address (Number and Street, 3949 Old Post Road, Charlestown, RI 02813	City, State, Zip Code)		
Name of Associated Broker or Dealer Gramercy Securities, Inc.	esidence Address (Number and Street, City, State, Zip Code) ### Road, Charlestown, ### 102813 Road, Charlestown, ### 102813		
States in which Person Listed Has Solicited or Intends	to Solicit Purchasers		
(Check "All States" or check individual Sta	ates)		
_ [IL] _ [IN] _ [IA] _ [KS] [MT] _ [NE] _ [NV] _ [NH] _	_ [KY] _ [LA] _ [ME] _ [NJ] _ [NM] ■ [NY]	_ [MD] _ [MA] _ [MI] _ [NC] _ [ND] _ [OH]	_ [MN] _ [MS] _ [MO] _ [OK] _ [OR] _ [PA]
Full Name (Last name first, if individual)			
Business or Residence Address (Number and Street, C 2355 Northside Dr., #200, San Diego, CA 92108	ity, State, Zip Code)		
Name of Associated Broker or Dealer Sentra Securities Corp.			
			All States
_ [IL] _ [IN] _ [IA] _ [KS] _ [MT] _ [NE] _ [NV] _ [NH] _	_ [KY] _ [LA] _ [ME] _ [NJ] _ [NM] _ [NY]	_ [MD] _ [MA] _ [MI] _ [NC] _ [ND] _ [OH]	_ [MN] _ [MS] _ [MO] _ [OK] _ [OR] _ [PA]
Full name (Last name first, if individual)			
Business or Residence Address (Number and Street, 4261 Park Road, Ann Arbor, MI 48103	City, State, Zip Code)		
Name of Associated Broker or Dealer Sigma Financial Corp.			
States in which Person Listed Has Solicited or Intends	to Solicit Purchasers		
(Check "All States" or check individual Sta	ates)		
■ [IL] _ [IN] _ [IA] ■ [KS] _ [MT] _ [NE] _ [NV] _ [NH] ■	_ [KY] _ [LA] _ [ME] • [NJ] _ [NM] _ [NY]	_ [MD] _ [MA] ■ [MI] _ [NC] _ [ND] _ [OH]	■ [MN] _ [MS] _ [MO] _ [OK] _ [OR] _ [PA]
Full Name (Last name first, if individual) Wlosek, Kenneth			
Business or Residence Address (Number and Street, 36 West 44th St., New York, NY 10036	City, State, Zip Code)		
Name of Associated Broker or Dealer Seward, Groves, Richards & Wells			
States in which Person Listed Has Solicited or Intends	to Solicit Purchasers		44
(Check "All States" or check individual Sta	ates)		
_[IL] _[IN] _[IA] _[KS] _	_ [CA] _ [CO] _ [CT] _ [KY] _ [LA] _ [ME] [NJ] _ [NM] _ [NY] [TY] _ [TY] _ [VT]	_ [DE] _ [DC] _ [FL] _ [MD] _ [MA] _ [MI] _ [NC] _ [ND] _ [OH]	_ [GA] _ [HI] _ [ID] _ [MN] _ [MS] _ [MO] _ [OK] _ [OR] _ [PA]

Full Name (Last name first, if individual) Cochran, Robert O. Business or Residence Address (Number and Street, City, State, Zip Code) 4063 Birch Street, Newport Beach, CA 92660 Name of Associated Broker or Dealer **Alliance Affiliated Equities Corporation** States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) _[AL] _ [AR] _ [CO] _ [DC] _ [HI] _ [ID] _ [AK] _ [AZ] ■ [CA] _ [DE] _ [FL] _ [GA] _ [CT] _ [MÔ] _ [IL] _ [IN] _ [KY] _ [LA] _ [MD] _ [MA] _ [MI] _ [MS] _ [IA] _ [KS] _ [ME] _ [MN] _ [MT] _[NE] ■ [NV] _ [NJ] _ [NM] _ [ND] _ [OR] ■ [NH] _ [OH] _ [OK] _ [NY] _ [NC] _ [PA] _ [WY] _ [SD] _ [WV] _ [PR] _ [RI] _ [SC] _ [TN] _ [TX] **■** [TX] _ [VT] _ [VA] _ [WA] _ [WI] Full Name (Last name first, if individual) Williams, Paul Business or Residence Address (Number and Street, City, State, Zip Code) 2753 Comstock Circle, Belmont, CA 94002 Name of Associated Broker or Dealer **American Investors Company** States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) .. _[AL] _ [AZ] _ [AR] _ [CO] _ [FL] _ [HI] _ [ID] _ [AK] _ [CT] _ [DE] _ [DC] _ [GA] **■** [CA] _ (IL) _ [IA] _ [KY] _ [LA] _ [MS] _ [MO] _ [IN] _ [KS] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] _ [MT] _ [NE] _ [NV] _ [NH] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] _ [OR] _ [PA] _ [NJ] _ [TN] _ [UT] _ [VT] _ [VA] _ [WV] _ [WY] _ [PR] _ [RI] _ [SC] _ [SD] _ [TX] _ [WA] _ [WI] Full name (Last name first, if individual) Copper, John Business or Residence Address (Number and Street, City, State, Zip Code) 542 Sangree Road, Pittsburgh, PA 15237 Name of Associated Broker or Dealer **Mutual Service Corporation** States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) 🗆 All States _ [CO] _ [DC] _ [FL] _ [HI] _ [ID] _[AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [DE] _ [GA] _ [CT] _ [KY] _ [LA] _ [MD] _ [MA] _ [MI] _ [MN] _ [MS] _ [IL] _ [IN] _ [IA] _ [KS] _[ME] _ [MO] _ [NV] _ [OH] _ [OR] _ [MT] _ [NE] _ [NH] _ [NM] _ [ND] _ [OK] **■** [PA] _ [NJ] _ [NY] _ [NC] _ [TN] _ [UT] _ [VA] _ [WV] _ [PR] _ [RI] _ [SC] _ [SD] _ [WA] _ [WI] _ [WY] _ [TX] _ [VT] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 701 Tama Street, Marion, IA 532002 Name of Associated Broker or Dealer Berthel Fisher & Co. Financial Services States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States _ [CA] _ [CO] _ [HI] _ [AK] _ [AZ] _ [AR] _ [DE] _ [DC] _ [FL] _ [GA] _ [ID] _[AL] _ [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] _ [MS] _ [MO] _ [ND] _ [NE] _ [NV] _ [SD] _ [NJ] _ [NM] _ [NC] _ [OK] _ [OR] _ [WY] _ [PA] _ [PR] _ [MT] _ [NH] _ [NY] _ [OH] _ [VT] _ [VA] _ [WA] _ [SC] _ [RΙ] _ [WV] _ [WI] _ [TN] _ [TX] _ [TX]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$	\$
	□ Common □ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$ 20,000,000	\$ <u>14,762,500</u>
	Other (Specify)		\$
	Total	\$ 20,000,000	\$ <u>14,762,500</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	<u>196</u>	\$ <u>14,762,500</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		Φ
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	0	\$
	Printing and Engraving Costs	•	\$ <u>5,000</u>
	Legal Fees		\$ <u>10,000</u>
	Accounting Fees	•	\$
	Engineering Fees	-	\$ 10,000
	Sales Commissions (specify finders' fees separately)		\$ <u>1,800,000</u>
	Other Expenses (identify) filing fees, miscellaneous operating and marketing costs	•	\$ <u>1,100,000</u>
	Total	-	\$ <u>2,927,000</u>
		_	·

	b. Enter the difference between the aggregate of 1 and total expenses furnished in response to Par "adjusted gross proceeds to the issuer."	t C – Question 4.a. This difference is the				\$ <u>17,073,000</u>
·.	Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in	or any purpose is not known, furnish an estire total of the payments listed must equal the	nate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$	0	\$
	Purchase, rental or leasing and installation of ma	chinery and equipment		\$		\$
	Construction or leasing of plant buildings and fa	cilities		\$		\$
	Acquisition of other business (including the value that may be used in exchange for the assets or semerger)	curities of another issuer pursuant to a		\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			\$ \$		\$
	Other (specify): to acquire interests in oil & grosts			\$	•	\$ <u>16,573,00</u>
	reserve for administrative overhead		•	\$ <u>500,000</u>		\$
	Column Totals			\$500,000	•	\$ <u>16,573,00</u>
	Total Payments Listed (column totals added)			■ \$ <u>1</u>	7,073,000	
		D. FEDERAL SIGNATUR	E			
ı u	issuer has duly caused this notice to be signed by ndertaking by the issuer to furnish to the U.S. Sec accredited investor pursuant to paragraph (b)(2) or	urities and Exchange Commission, upon wri				
	er (Print or Type) gewood Energy 1998 D Fund, L.P.	Signature May Law OL.		Date August 20, 2003		
an	ne of Signer (Print or Type)	Title of Signer (Print or Type)			•	
	VE-7					